

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

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In re	: Chapter 11
	:
CRESCENT RESOURCES, LLC, <i>et al.</i> ,	: Case No. 09-11507 (CAG)
	:
Debtors.	: Jointly Administered
	:
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**PLAN SUPPLEMENT IN SUPPORT OF THE
DEBTORS' REVISED SECOND AMENDED JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This is the supplement (the “Plan Supplement”) to the Revised Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated March 31, 2010 [Docket No. 880] (the “Plan”)¹ of Crescent Resources, LLC (“Crescent Resources”), its parent Crescent Holdings, LLC (“Crescent Holdings”) and their affiliated debtors as debtors and debtors in possession (collectively, “Crescent” or the “Debtors”) filed in accordance with the Plan.² **The documents contained in this Plan Supplement are integral to and are hereby made part of the Plan and, if the Plan is approved, shall be approved in the order confirming the Plan.**

PLEASE TAKE NOTICE that a hearing to consider confirmation of the Plan (and in conjunction therewith, approval of this Plan Supplement) (the “Confirmation Hearing”) shall be held on **May 20, 2010 and May 21, 2010, each day beginning at 9:00 a.m. (prevailing Central Time)**, before the Honorable Craig A. Gargotta, United States Bankruptcy Judge, United States Bankruptcy Court for the Western District of Texas, 903 San Jacinto, Courtroom No. 1, Austin, Texas, 78701. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

PLEASE TAKE FURTHER NOTICE that the Debtors, subject to the terms of the Plan, reserve the right to alter, amend, modify or supplement any document in this Plan Supplement.

Dated: April 20, 2010
Austin, Texas

¹ Capitalized terms not defined herein shall have the meaning ascribed to such terms in the Plan.

² A list of the Debtors in these chapter 11 cases is attached hereto as Exhibit A. Please take notice that Rim Golf Investors, LLC does not appear on Exhibit A because such entity has been withdrawn from the Debtors’ proposed Plan.

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

PLAN SUPPLEMENT DOCUMENTS

EXIT FINANCING DOCUMENTS

- Exhibit B: Exit Facility Term Sheet
- Exhibit C: Second Lien Facility Term Sheet

CONTRACT RELATED DOCUMENTS

- Exhibit D: Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to Section 11.1 of the Plan
- Exhibit E: Schedule of Compensation and Benefits Programs to be Assumed Pursuant to Section 11.8 of the Plan
- Exhibit F: Schedule of Customer Programs to be Assumed Pursuant to Section 11.10 of the Plan

CORPORATE GOVERNANCE DOCUMENTS

- Exhibit G: Crescent Investment Operating Agreement
- Exhibit H: Amended Crescent Holdings Operating Agreement
- Exhibit I: Amended Crescent Resources Operating Agreement
- Exhibit J: Chief Executive Officer of Reorganized Crescent Holdings
- Exhibit K: Members of Board of Managers of Reorganized Crescent Holdings

LITIGATION TRUST DOCUMENTS

- Exhibit L: Form of Litigation Trust Agreement

DEBTORS TO BE DISSOLVED

- Exhibit M: Debtors to be Dissolved Upon Effectiveness of the Plan

ASSETS TO BE TRANSFERRED

- Exhibit N: Assets to be Transferred